

HELM

FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

VIA AIR COURIER

February 1, 1993

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INTERSTATE COMMERCE COMMISSION
3-033A078

Ms. Mildred Lee
Recordations Unit
Interstate Commerce Commission
12th and Constitution Avenue, N.W.
Washington, DC 20423

RE: Railroad Equipment Lease dated as of April 13, 1989 ("Lease") between Helm Financial Corporation, as assignee of U.S. Railcar, Inc., and Southern Pacific Transportation Company

Dear Ms. Lee:

On behalf of Helm Financial Corporation, I submit for filing and recording, under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder the following document:

Two (2) fully executed originals of Amendment No. 1 dated December 21, 1992 to the Lease ("Amendment No. 1") between Helm Financial Corporation, as assignee of U.S. Railcar, Inc., and Southern Pacific Transportation Company.

In connection with the recording of Amendment No. 1, please note the following information:

Name and Address of Lessor:

Helm Financial Corporation
One Embarcadero Center, Suite 3500
San Francisco, CA 94111

Name and Address of Lessee:

Southern Pacific Transportation Company
One Market Plaza, Room 303
San Francisco, CA 94105

Equipment:

Ninety-two (92) Covered Gondola Railcars
(See Appendix A.1. for Car Numbers)

Previous ICC Filing:

Agreement of Sale and Assignment of Lease
between U.S. Railcar, Inc. and Helm
Financial Corporation filed on May 17,
1991, Recordation No. 17313.

Please file Amendment No. 1 under the next available recordation number. The filing fee of sixteen dollars (\$16.00) is enclosed.

Sincerely,



Maureen Krieg
Contracts Administrator

mek
Enclosures (2)

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AMENDMENT NO. 1

INTERSTATE COMMERCE COMMISSION
THIS AMENDMENT NO. 1 (the "Amendment") to the Railroad Equipment Lease dated as of April 13, 1989 (the "Lease"), between HELM FINANCIAL CORPORATION, as assignee of U.S. RAILCAR, INC. ("Lessor"), and SOUTHERN PACIFIC TRANSPORTATION COMPANY ("Lessee"), is made as of December 21, 1992 between Lessor and Lessee.

R E C I T A L S :

- A. Lessor and Lessee are parties to the Lease pursuant to which ninety-three (93), 1,912 cubic foot, 100-ton, covered gondola railcars bearing the reporting marks and numbers as provided in Appendix A of the Lease (the "Car(s)") were leased by Lessor to Lessee.
- B. Since the Car bearing the marks PLE 44020 was destroyed on or prior to March 5, 1992, Lessor and Lessee desire to amend Appendix A.
- C. The parties desire to change the rent for the Cars during term of the Lease.
- D. The parties desire to Amend the Lease as provided herein.

NOW, THEREFORE, in consideration of the premises and mutual covenants herein contained, the parties agree to amend the Lease as follows:

- 1. All terms defined in the Lease shall have the meanings defined therein when used in this Amendment.
- 2. This Amendment shall become effective on the date of its full execution by both parties.
- 3. Effective _____ and continuing through _____ Lessee shall pay to Lessor as rent for each Car per Car per month.
- 4. Effective _____ and continuing through _____ Lessee shall pay to Lessor as rent for each Car per Car per month.
- 5. Retroactive to March 5, 1992, Appendix A to the Lease is replaced by Appendix A.1. and all references to Appendix A in the Lease shall be deemed to be Appendix A.1.
- 6. Except as expressly modified by this Amendment, all terms and provisions of the Lease shall remain in full force and effect.
- 7. This Amendment may be executed by the parties hereto in any number of counterparts, and all said counterparts taken together shall be deemed to constitute one and the same instrument.

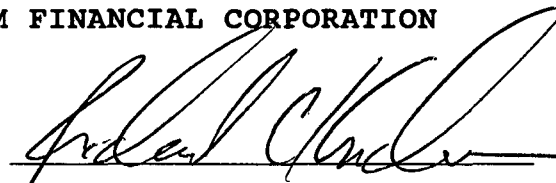
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IN WITNESS THEREOF, Lessor and Lessee, each pursuant to due corporate authority, has caused this Amendment to be executed by its authorized representative, and each of the undersigned hereto declare that the foregoing is true and correct and was executed on the date indicated below its signature.

HELM FINANCIAL CORPORATION

SOUTHERN PACIFIC TRANSPORTATION
COMPANY

* By: 

By: 

Title: President

Title: Managing Director Asset Management

Date: January 14, 1993

Date: January 7, 1993

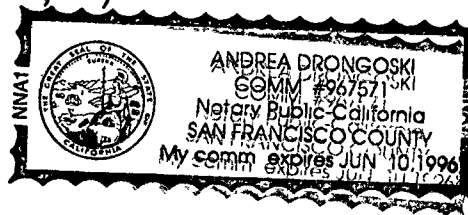
STATE OF CALIFORNIA)
)
COUNTY OF SAN FRANCISCO)

On this 14 day of January, 1992, before me personally appeared Richard C. Kirchner, to me personally known, who, being by me duly sworn, says that he is President of **HELM FINANCIAL CORPORATION**, that said instrument was signed and sealed on behalf of said corporation and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Andrea Drongoski
Notary Public

My Commission Expires: 6/10/96

[Notarial Seal]



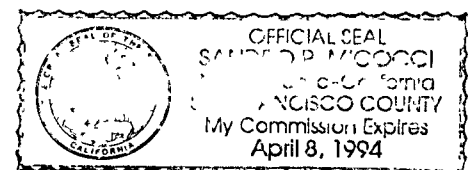
STATE OF CALIFORNIA)
)
COUNTY OF SAN FRANCISCO)

On this 3rd day of JANUARY, 1992, before me personally appeared JAMES D. SANDORF, to me personally known, who, being by me duly sworn, says that he is Mgr. Dir. Asset Mgt of **SOUTHERN PACIFIC TRANSPORTATION COMPANY**, that said instrument was signed and sealed on behalf of said corporation by authority of its President and Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Samuel M. M...
Notary Public

My Commission Expires: JAN 8, 1994

[Notarial Seal]



APPENDIX A.1.

to the Railroad Equipment Lease
between Helm Financial Corporation and
Southern Pacific Transportation Company
dated as of April 13, 1989, as amended

Equipment Description

Ninety-two (92), 1,912 cubic foot, 100 ton, covered gondola railcars.

Car Numbers

PLE 44000	44319	44370
44001	44320	44371
44002	44321	44373
44003	44322	44376
44004	44323	44377
44006	44325	44380
44007	44326	44381
44008	44327	44382
44009	44329	44384
44010	44331	44385
44011	44332	44386
44012	44334	44387
44013	44335	44390
44014	44336	44391
44016	44337	44392
44017	44338	44393
44021	44339	44394
44022	44342	44396
44035	44343	44397
44300	44344	44398
44301	44348	44399
44302	44351	44400
44304	44352	44401
44306	44353	44402
44307	44354	44409
44308	44357	44418
44310	44358	44419
44312	44359	44422
44314	44360	44423
44316	44361	44424
44317	44365	